

MINUTES OF SPECIAL RDA MEETING – NOVEMBER 22, 2011

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THE WEST VALLEY CITY REDEVELOPMENT AGENCY MET IN SPECIAL REGULAR SESSION ON TUESDAY, NOVEMBER 22, 2011, AT 7:15 P.M., IN THE CITY COUNCIL CHAMBERS, WEST VALLEY CITY HALL, 3600 CONSTITUTION BOULEVARD, WEST VALLEY CITY, UTAH. THE MEETING WAS CALLED TO ORDER BY CHAIRMAN BUHLER.

THE FOLLOWING MEMBERS WERE PRESENT:

Steve Buhler
Russ Brooks
Carolynn Burt
Don Christensen
Corey Rushton
Steve Vincent
Mike Winder

Wayne Pyle, Chief Executive Officer
Sheri McKendrick, Secretary

STAFF PRESENT:

Paul Isaac, Assistant City Manager
Kevin Astill, Parks and Recreation Director
Eric Bunderson, City Attorney
Russell Willardson, Public Works Director
Layne Morris, CPD Director
John Evans, Fire Chief
Buzz Nielsen, Police Chief
Nicole Cottle, CED Director
Jim Welch, Finance Director
Brent Garlick, CED Department
Lee Logston, CED Department
Jake Arslanian, Public Works Department

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OPENING CEREMONY

The Opening Ceremony was previously conducted by Carolynn Burt who talked about the 48th anniversary of the assassination of President John F. Kennedy and the “end of Camelot.” She read excerpts from President Kennedy’s inauguration speech. She also encouraged reading of the entire speech as she thought the words to be very timely for today.

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RESOLUTION NO. 11-45, APPROVE AN AGREEMENT FOR DISPOSITION OF LAND (ADL) BETWEEN THE REDEVELOPMENT AGENCY OF WEST VALLEY CITY, WEST VALLEY CITY, AND COVENTRY III/SATTERFIELD HELM VALLEY FAIR MALL, LLC, TO PROVIDE FOR CONTINUED EXPANSION AND REMODELING OF THE EXTERIOR AND INTERIOR OF THE VALLEY FAIR MALL

Chief Executive Officer, Wayne Pyle, presented proposed Resolution No. 11-45 which would approve an Agreement for Disposition of Land (ADL) between the Redevelopment Agency of West Valley City, West Valley City, and Coventry III/Satterfield Helm Valley Fair Mall, LLC, to provide for continued expansion and remodeling of the exterior and interior of the Valley Fair Mall.

Mr. Pyle stated Satterfield Helm had proposed a multiple phased expansion and remodel of the Mall to include expansion and renovation of the east side, remodel of the interior corridors, and expansion and renovation of the “junior anchors” on the northwest side of the Mall. He also stated this development was expected to add significant new square footage to the Mall at a cost of approximately \$40 million. In order for the proposed development to begin immediately, the City had been asked to provide up to \$5 million to assist with building acquisition, demolition, and infrastructure improvements. He indicated this incentive would be spent throughout the multiple phases of expansion and would cover approximately 13% of the total expansion costs. He reported execution of the ADL would allow this major expansion of the Mall to proceed in 2012 with a projected annual increase of \$560,000 in tax increment and \$50 – 70 million in new sales.

The Chief Executive Officer discussed background information stating redevelopment and expansion of the Valley Fair Mall site began in 2006 with construction of the 150,000 square foot Costco business. Since then, an additional 130,000 square feet of retail and restaurants had been added, a large outdoor plaza constructed, and a new access road built. This had resulted in a 50% increase in traffic to the Mall from 2006 to 2011, an increase in sales of over 35% (April thru October) from 2009 to 2011, and a greatly enhanced image of the City. In order to continue this momentum, major additions were being planned for the east side, western front, and interior corridors of the Mall.

Mr. Pyle reported market conditions and a restrictive lending environment made it difficult to secure the needed construction financing to continue the Mall’s expansion. In order to quickly initiate and complete the next phases and substantially finish the Mall’s redevelopment, a \$5 million incentive had been requested. He indicated this public incentive would allow the development phases to move forward with the east side and interior phases beginning

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concurrently in 2012. He stated that in discussing and negotiating the potential development with Satterfield Helm, it had been concluded that use of incentives would be required to leverage the needed financing thus allowing the proposed development to proceed.

After discussion, Mr. Winder moved to approve Resolution No. 11-45, a Resolution Approving an Agreement for the Disposition of Land for Private Development between the Redevelopment Agency of West Valley City, West Valley City, and Coventry III/Satterfield Helm Valley Fair Mall, LLC, to Provide for the Continued Expansion and Remodeling of the Exterior and the Interior of the Valley Fair Mall. Mr. Christensen seconded the motion.

A roll call vote was taken:

Mr. Vincent	Yes
Mr. Brooks	Yes
Ms. Burt	Yes
Mr. Winder	Yes
Mr. Rushton	Yes
Mr. Christensen	Yes
Chairman Buhler	Yes

Unanimous.

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RESOLUTION NO. 11-46, RESOLUTION OF THE BOARD OF DIRECTORS OF THE REDEVELOPMENT AGENCY OF WEST VALLEY CITY, UTAH (THE "ISSUER"), AUTHORIZING ISSUANCE AND SALE OF NOT MORE THAN \$6,750,000 AGGREGATE PRINCIPAL AMOUNT OF TAXABLE TAX INCREMENT BONDS, SERIES 2011 (IN ONE OR MORE SERIES FROM TIME TO TIME); FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF THE BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE BONDS MAY BE SOLD; DELEGATING TO CERTAIN OFFICERS OF THE ISSUER THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH THEREIN; PROVIDING FOR THE PUBLICATION OF A NOTICE OF BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AUTHORIZING AND APPROVING THE EXECUTION OF A GENERAL INDENTURE OF TRUST, A BOND PURCHASE AGREEMENT, AN INTERLOCAL AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN

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CONNECTION THEREWITH; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS

Chief Executive Officer, Wayne Pyle, presented proposed Resolution No. 11-46, a Resolution of the Board of Directors of the Redevelopment Agency of West Valley City, Utah (the “Issuer”), authorizing issuance and sale of not more than \$6,750,000 aggregate principal amount of Taxable Tax Increment Bonds, Series 2011 (in one or more series from time to time); fixing the maximum aggregate principal amount of the Bonds, the maximum number of years over which the Bonds may mature, the maximum interest rate which the Bonds may bear, and the maximum discount from par at which the Bonds may be sold; delegating to certain officers of the Issuer the authority to approve the final terms and provisions of the Bonds within the parameters set forth therein; providing for the publication of a Notice of Bonds to be issued; providing for the running of a contest period; authorizing and approving the execution of a General Indenture of Trust, a Bond Purchase Agreement, an Interlocal Agreement, and other documents required in connection therewith; authorizing the taking of all other actions necessary to the consummation of the transactions contemplated by this Resolution; and related matters.

The Chief Executive Officer reported the Agency had determined it would be in furtherance of its public purposes to issue not more than \$6,750,000 of tax increment revenue bonds to be designated Redevelopment Agency of West Valley City, Utah, Tax Increment Revenue Bonds, Series 2011 to provide funds to (i) finance the costs of acquiring various properties within the Redevelopment Project Area (the “Project”), (ii) fund a debt service revenue fund, if necessary, and (iii) pay costs associated with the issuance of the bonds.

Mr. Pyle stated Section 17C-1-504 of the Redevelopment Act provided for publication of a Notice of Bonds to be issued thereby initiating the running of a contest period, and the Agency desired to publish such a notice at this time in compliance with the Redevelopment Act with respect to the Bonds. He also stated pursuant to the Redevelopment Plan and the Redevelopment Act, the Agency anticipated receiving certain tax increment revenues with respect to the Redevelopment Project Area and the Agency desired to pledge such tax increment revenues to the payment of the Bonds issued. He indicated the Bonds would be issued pursuant to an Indenture of Trust dated December 1, 2011, by and between the Issuer and a bank trustee.

After discussion, Mr. Brooks moved to approve Resolution No. 11-45, a Resolution of the Board of Directors of the Redevelopment Agency of West Valley City, Utah, (the “Issuer”), Authorizing the Issuance and Sale of Not More

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Than \$6,750,000 Aggregate Principal Amount of Taxable Tax Increment Bonds, Series 2011 (in one or more series and from time to time); Fixing the Maximum Aggregate Principal Amount of the Bonds, the Maximum Number of Years Over Which the Bonds May Mature, the Maximum Interest Rate Which the Bonds May Bear, and the Maximum Discount from Par at Which the Bonds May be Sold; Delegating to Certain Officers of the Issuer the Authority to Approve the Final Terms and Provisions of the Bonds Within the Parameters Set Forth Herein; Providing for the Publication of a Notice and Bonds to be Issued; Providing for the Running of a Contest Period; Authorizing and Approving the Execution of an Indenture of Trust, a Bond Purchase Agreement, an Interlocal Agreement, and Other Documents Required in Connection Therewith; Authorizing the Taking of All Other Actions Necessary to the Consummation of the Transactions Contemplated by this Resolution; and Related Matters. Mr. Christensen seconded the motion.

A roll call vote was taken:

Mr. Vincent	Yes
Mr. Brooks	Yes
Ms. Burt	Yes
Mr. Winder	Yes
Mr. Rushton	Yes
Mr. Christensen	Yes
Chairman Buhler	Yes

Unanimous.

THERE BEING NO FURTHER BUSINESS OF THE REDEVELOPMENT AGENCY OF WEST VALLEY CITY, THE SPECIAL REGULAR MEETING OF TUESDAY, NOVEMBER 22, 2011, WAS ADJOURNED AT 7:18 P.M., BY CHAIRMAN BUHLER.

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I hereby certify the foregoing to be a true, accurate and complete record of the proceedings of the Special Regular Meeting of the West Valley City Redevelopment Agency held Tuesday, November 22, 2011.

Sheri McKendrick, MMC
Secretary